

BY LAWS OF DUBUQUE GIRLS INDEPENDENT LEAGUE

ARTICLE I - IDENTIFICATION

The name of this organization shall be the Dubuque Girls Independent League.

ARTICLE II - OBJECTIVE

This is a nonprofit educational organization with the objective of providing competitive recreational opportunities for the development of softball skills.

ARTICLE III - MEMBERS

The corporation shall have one or more members. Members may have limited or no voting rights and shall have only the rights and privileges specified in the by laws of the corporation. Voting members are Board of Directors, Coaches and Officers.

ARTICLE IV - MEETINGS

ANNUAL MEETING: A Board of Directors meeting shall be held the 3rd Monday in the month of November, beginning with the year 2003. The Board of Directors shall determine the time and place of the meeting and may change the date to avoid legal holidays. The meeting will be for the purpose of holding elections for the Board of Director (not at large) seats, electing a Chairperson, and for the transaction of such other business as may come before the meeting.

FALL MEETING: A meeting of the Board of Directors, Officers and Coaches shall be held on the last Monday in the month of September beginning with the year 2003. Officers and one (1) at large position for the Board of Directors will be elected each year at the Fall meeting. One vote allowed per team by the head coach or their designee.

SPRING MEETING: A meeting of the Board of Directors, Officers and Coaches shall be held on the last Monday in the month of March, beginning with the year 2003.

SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by the President or two (2) Board members, with three (3) days written notice and shall state the purpose for which the meeting is called.

NOTICE OF MEETINGS: Electronic (or written, if electronic option is not available) notice will be given (by the league's Secretary) to each member ten (10) days prior to Board of Director meetings. Such notice shall state the place, day and hour of the meeting. Board of Director meetings may be adjourned to a subsequent date, with the time and location of said subsequent meeting determined at the Board of Directors meeting so adjourned, without further notice to the members of the Board.

QUORUM: A majority (over 50%) of the Board of Directors must be present at any meeting before business may be conducted.

VOTING: At all meetings the membership will vote by a showing of hands. Written ballots will be used for all contested elections and when otherwise requested by a simple majority of the members present. Any voting member may vote by written proxy. One vote allowed per team by the head coach or their designee. If a team is represented by one (1) or more members of the Board, they must forego their team's vote in all matters.

ARTICLE V - BOARD OF DIRECTORS

GENERAL POWERS: The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall further have the sole power and authority, by a vote of a majority of directors then in office, to (1) amend or restate the Articles of Incorporation, (2) approve the merger or consolidation of the corporation with any other corporation, (3) authorize the dissolution of the corporation, or (4) approve the sale, lease, exchange or other disposition of all, or substantially all, of the property or assets of the corporation.

BOARD MEMBERS: The number of directors shall be eleven (11). Each Director shall hold office until his or her successor is elected at the annual meeting of the membership subject to earlier termination by removal or resignation. The Board will consist of Director positions as determined by the membership at the annual meeting. Officers may also be Board members.

The eleven (11) Directors shall be divided into three (3) classes. Except as noted below, each director shall serve a three-year (3) term.

* Three (3) Class "A" Directors shall serve a three-year (3) term commencing February, 2003, and terminating at the annual meeting in November of 2005 and one (1) Class "A" Director shall serve a three-year (3) term commencing in February, 2003 and terminating at the Fall meeting in September of 2005.

* Three (3) Class "B" Directors shall serve a two-year (2) term commencing February, 2003, and terminating at the annual meeting in November of 2004 and one (1) Class "B" Director shall serve a two-year (2) term commencing in February, 2003, and terminating at the Fall meeting in September of 2004.

* Two (2) Class "C" Directors shall serve a one-year (1) term commencing February, 2003, and terminating at the annual meeting in November of 2003 and one (1) Class "C" Director shall serve a one-year (1) term commencing in February, 2003, and terminating at the Fall meeting in September of 2003.

Class "A" Directors Name/Address/Term

- 1.
- 2.
- 3.
- 4.

Class "B" Directors Name/Address/Term

- 1.
- 2.
- 3.
- 4.

Class "C" Directors Name/Address/Term

- 1.
- 2.
- 3.

Three (3) of the eleven (11) Board of Directors will be at large positions, with one (1) position to be elected each year at the Fall meeting. Anyone is eligible to run for the at large position. The remaining positions up for election will be elected by a simple majority of remaining Board members. Board members can be re-elected. **Removal & Resignation:** The Board of Directors may remove any Officer or Board of Director at any time, if, in its judgment, the best interests of the corporation would be served thereby. The removal of an Officer or Board of Director shall require two-thirds (2/3) vote of all Directors.

Vacancies: Any vacancy on the Board, or any vacant Officer position, may be filled by the affirmative vote of two-thirds (2/3) of the remaining Directors. A Director so elected to fill a vacancy shall complete the unexpired term of his or her predecessor in office.